

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): February 7, 2023

FOCUS UNIVERSAL INC.

(Exact Name of Registrant as Specified in its Charter)

Nevada (State or Other Jurisdiction of Incorporation)	000-55247 (Commission File Number)	46-3355876 (I.R.S. Employer Identification No.)
2311 East Locust Court Ontario, California (Address of Principal Executive Offices)		91761 (Zip Code)

Registrant's Telephone Number, Including Area Code: **(626) 272-3883**

Registrant's Fax Number, Including Area Code: **(917) 791-8877**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, \$0.001 par value per share	FCUV	The Nasdaq Stock Market LLC (Nasdaq Global Market)

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act .

Item 8.01 Other Events.

As of February 7, 2023, Focus Universal Inc. (the "Company") approved a fifty percent (50%) stock dividend of the Company's common stock. The Company will issue one share of common stock for every two shares of common stock held.

The record date for the stock dividend will be February 23, 2023, and the payment date will be March 23, 2023. The Company's common stock shares will be traded in accordance with the "due bill" procedures of NASDAQ from February 7, 2023 through March 2, 2023. This means any trades that are executed on the NASDAQ Stock Exchange during this period will be identified to ensure purchasers of the Company's common stock receive the entitlement to the stock dividend. The Company's common stock shares are expected to begin trading on a post-stock dividend basis on the NASDAQ Stock Exchange on March 23, 2023.

As of February 7, 2023 there were 43,130,915 shares of the Company's common stock outstanding. Once the stock dividend is issued, there will be 64,696,373 shares of the Company's common stock outstanding.

Safe Harbor Statement

There is no guarantee that the Company's Board will authorize, or that the Company will declare, additional dividends in the future, and the amount of future dividends, if any, and the authorization and payment thereof, will be determined by the Board based on the Company's financial condition and such other factors as the Board deems relevant. The Company's operating performance and the timing and amount of future dividends is subject to risks and uncertainties as described under "Risk Factors" in the Company's Annual Report on Form 10-K for the year ended December 31, 2021.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated February 7, 2023
104	Cover Page Interactive Data File (embedded within the inline XBRL document)

SIGNATURE

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FOCUS UNIVERSAL, INC.

Date: February 7, 2023

By: /s/ Desheng Wang
Name: Desheng Wang
Title: Chief Executive Officer

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated February 7, 2023



**Focus Universal Inc. Announces a Special Stock Dividend
of One Share for Every Two Shares of Stock**

ONTARIO, CA and LOS ANGELES, CA, February 7, 2023 – Focus Universal, Inc. (NASDAQ:FCUV) (“Focus Universal” or the “Company”), a provider of patented hardware and software design technologies for Internet of Things (IoT) and 5G is pleased to announce today that its Board of Directors (the “Board”) declared a special dividend of one share dividend for every two shares of Common Stock issued and outstanding resulting in a 50 percent stock dividend of the Company’s outstanding common stock (the “Dividend”). There were 43,130,915 shares of the Company’s common stock outstanding as of February 7, 2023. Once the stock dividend is issued, there will be 64,696,373 shares of the Company’s common stock outstanding.

Focus Universal’s Chief Executive Officer, Desheng Wang, “I am happy to announce that Focus Universal’s Board has declared this special Dividend, which is intended to be a special thanks to our shareholders - including our own closely held hardworking friends and families, along with some high-quality institutions. These shareholders have stuck with us through unprecedented times and have been instrumental in helping us implement our strategic long-term plans to put us in a position to achieve success. We are publishing the following detailed information, which I hope will be helpful to shareholders.”

Timing

On February 7, 2023, Focus Universal’s Board approved the Dividend. The Company’s Board set the record date for the Dividend as February 23, 2023 (the “Record Date”) and the payment date as March 23, 2023 (the “Payment Date”).

Dividend

The Dividend will be payable at a ratio of 1:2, meaning that one share of common stock will be issued for every two shares of Company common stock held by the shareholders of such shares as of the Record Date. In lieu of distributing fractional shares, the Company will round up any shares that would otherwise be fractional.

Forward-Looking Statements

The statements in this press release that are not historical facts may constitute forward-looking statements that are based on current expectations and are subject to risks and uncertainties that could cause actual future results to differ materially from those expressed or implied by such statements. Those risks and uncertainties include, but are not limited to, risks related to our ability to consummate the proposed offering. These and other risks and uncertainties are identified and described in more detail in the Registration Statement and Focus Universal’s filings with the Securities and Exchange Commission (SEC). These filings are available on the SEC’s website at www.sec.gov. Focus Universal undertakes no obligation to publicly update or revise any forward-looking statements.

About Focus Universal

Focus Universal Inc. (NASDAQ: FCUV) is a provider of patented hardware and software design technologies for Internet of Things (IoT) and 5G. The Company has developed five patented technology platforms with 26 patents and patents pending in various phases and 8 trademarks pending in various phases to solve the major problems facing hardware and software design and production within the industry today. These technologies combined to have the potential to reduce costs, product development timelines and energy usage while increasing range, speed, efficiency, and security. Focus currently trades on the Nasdaq Global Markets and is in the Russell 2000 Index.

Contact Information

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